

YLI HOLDINGS BERHAD
1995038047 (367249-A)

CODE OF CONDUCT FOR DIRECTORS

- ❖ To uphold the best interest of the Company and/or Group and its stakeholders;
- ❖ To have a clear understanding of the aims and objectives, capabilities and capacity of the Company;
- ❖ To devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
- ❖ To ensure at all times that the Company is properly managed and effectively controlled;
- ❖ To stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant legislations and contractual requirements;
- ❖ To insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management and to maintain sufficient detailed knowledge of the Company's and/or Group's business and performance and make informed business decision.
- ❖ To limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director has to make his own judgement of his abilities and how best to manage his time effectively in the Company in which he holds directorship. In the case of directorships in listed issuers, he must comply with the requirements in the Listing Requirements;
- ❖ To have access to the advice and services of the Company Secretary who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- ❖ To at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Company;
- ❖ To disclose immediately all contractual interests whether directly or indirectly with the Company and also to disclose immediately all related party transactions with the Company and the Group;
- ❖ To neither divert to his own advantage any business opportunity that the Company is pursuing nor use confidential information obtained by reason of his office for his own advantage or that of others;

- ❖ To at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties;
- ❖ To exercise independent judgment and if necessary, openly oppose, if the vital interest of the Company is at stake;
- ❖ To act with integrity, professionalism and in good faith
- ❖ To meet regularly with the Managing Director to continuously establish and approve policies
- ❖ To assess, question and challenge the policies and procedures with the intent to identify and initiate management action on issues
- ❖ To keep the Board discussions and deliberations confidential
- ❖ To act in a manner as expected of a fiduciary by not making improper use of information gained and taking improper advantage of the position as a Director
- ❖ To avoid any potential conflicts of interests arising from related party transactions, potential misuse of corporate assets, privileged information
- ❖ Not to be in competition with the Company
- ❖ To declare any potential conflict of interest